

## RESOLUTIONS OF OCTAGONAL PLC

("the Company")

*(Incorporated and registered in England and Wales with registered number 06214926)*

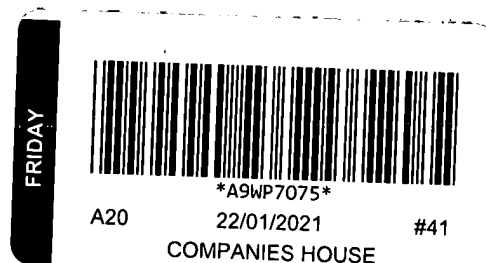
At the Annual General Meeting of the Company duly convened and held at the offices of Hill Dickinson LLP at 8<sup>th</sup> Floor, The Broadgate Tower, London, EC2A 2EW on 13 January 2021 at 11:00 a.m., the below resolutions were duly passed:

### Special Resolutions

- Resolution 1:* **THAT** the cancellation of the admission of the Company's ordinary shares of 0.05 pence each (Ordinary Shares), in accordance with Rule 41 of the AIM Rules, to trading on AIM, a market operated by London Stock Exchange plc, be and is hereby approved and that the directors of the Company be and are hereby authorised to take all steps which are necessary or desirable in order to effect such cancellation
- Resolution 2:* **THAT** subject to and conditional upon the approval of resolution 1 (above) and the cancellation of Ordinary Shares from trading on AIM becoming effective the Company be re-registered as a private limited company under the Companies Act 2006 with the name Octagonal Limited.
- Resolution 3:* **THAT** subject to and conditional upon the approval of resolution 1 and resolution 2 (above) and the cancellation of Ordinary Shares from trading on AIM becoming effective the new articles of association produced to the Annual General Meeting and signed by the Chairman for the purpose of identification be approved and adopted by the Company in substitution for and to the exclusion of the existing articles of association of the Company

### Ordinary Resolutions

- Resolution 4:* **THAT** the Company's annual accounts and the directors' and auditors' reports thereon for the year ended 31 March 2020 be and are hereby received and adopted.
- Resolution 5:* **THAT** PKF Littlejohn LLP be reappointed as the auditors of the Company, to hold office until the conclusion of the next general meeting of the Company at which the accounts of the Company are laid before the Shareholders and that the Directors be authorised to determine the remuneration of the auditors.



*Resolution 6:* **THAT** Nilesh Jagatia who is required to retire by rotation in accordance with the Articles, and offers himself for reappointment, be reappointed as a Director of the Company.

*Resolution 7:* **THAT**, pursuant to section 551 of the Act, the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) of the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £100,000, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 31 December 2021 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot equity securities pursuant to any such offer or agreement as if the authority had not expired. This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

#### **Special Resolutions**

*Resolution 8:* **THAT** the Directors are hereby empowered pursuant to section 570 of the Act to, subject to resolution 7 above, allot equity securities for cash pursuant to the authority conferred by resolution 7 as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

- (b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £100,000,

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) following the passing of this resolution save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

*Resolution 9:* **THAT** the Company be and is, pursuant to section 701 of the Act, generally and unconditionally authorised to make one or more market purchases, within the meaning of Section 693(4) of the Act, of ordinary shares of 0.05p each in the Company ("**Ordinary Shares**"), provided that:

- (a) the maximum number of Ordinary Shares to be repurchased shall be 28,428,844 Shares representing the nominal value of 5% of the Company's issued ordinary share capital at the date of this notice;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be 1p per share;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be an amount equal to 105% of the average market value of the Ordinary Shares (as derived from the mid-market price) for the five business days immediately preceding the date on which the Ordinary Share is purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 31 December 2021 (whichever is the earlier); and
- (e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of Shares pursuant to any such contract notwithstanding such expiry.

DocuSigned by:

*Mlesh Jagatia*

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**Director**

13 January 2021

**Dated**